

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: : **Case No. 01-01139 (JKF)**
: **(Jointly Administered)**
W.R. GRACE & CO., et al., : **Chapter 11**
:
:
:
Debtors. :

**FIRST SUPPLEMENT TO THE AFFIDAVIT OF EDWIN N. ORDWAY, JR.
IN SUPPORT OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ORDER, UNDER 11 U.S.C. SECTIONS 327(a) AND 1103(a) AND
FED. R. BANKR. P. 2014, AUTHORIZING EMPLOYMENT AND RETENTION NUNC
PRO TUNC OF FTI POLICANO & MANZO AS FINANCIAL ADVISORS**

STATE OF NEW JERSEY)
) SS:
COUNTY OF BERGEN)

On this day, the undersigned authority, Edwin N. Ordway, Jr., being duly sworn states the following:

1. I am a managing director in the firm of FTI Policano & Manzo ("FTI P&M"), which maintains an office, among other places, at Park 80 West Plaza I, Saddle Brook, New Jersey 07663, and I am authorized to execute this supplemental affidavit on behalf of FTI P&M. FTI P&M is separate operating unit of FTI Consulting, Inc. ("FTI"), which has its headquarters at 900 Bestgate Road, Suite 100, Annapolis, Maryland 21401.

2. On May 11, 2001, I filed an Affidavit in Support of an Application for Order Approving the Employment of FTI P&M as Financial Advisors for the Official Committee of Unsecured Creditors of W.R. Grace & Co., et al., that commenced chapter 11 proceedings on April 2, 2001.

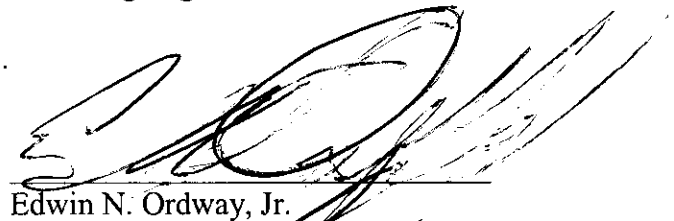
3. On June 21, 2001, the Court signed an order approving the appointment of FTI P&M as Financial Advisors for the Official Committee of Unsecured Creditors of W.R. Grace & Co., et al., *nunc pro tunc* to April 20, 2001. FTI P&M's practice specializes in providing financial consulting services in restructuring matters. Those services continue to be provided by FTI P&M.

4. On July 24, 2002, FTI publicly announced that it entered into a definitive agreement to purchase the business recovery services practice, and related assets and receivables (the "BRS Practice"), of PricewaterhouseCoopers LLP ("PwC"). It is anticipated that this transaction will close on or about August 31, 2002 (the "Closing"). The consideration to be paid to PwC will include, among other things, cash and equity interests in FTI. After the Closing, FTI P&M will file a supplemental disclosure with the Court.

5. I am informed that: (i) PwC, through the BRS Practice, has in the past provided services to W.R. Grace & Co., et al., (the "Debtors") in connection with matters related to these proceedings (the "BRS Services"); (ii) the BRS Services were completed on or about July 31, 2001, and no further services have been or are expected to be provided by the BRS Practice to the Debtors in these cases; and (iii) PwC, through one or more business units distinct and separate from the BRS Practice currently is providing and after the Closing will continue to provide financial services including taxation and audit services to the Debtors. Upon information and belief, certain postpetition fees and expenses customarily charged by PwC relating to the BRS Services were not billed to the Debtors. FTI P&M is in the process of reviewing the facts and circumstances relating to the BRS Services and such unbilled amounts and reserves the right to file appropriate pleadings with the Court after the Closing.

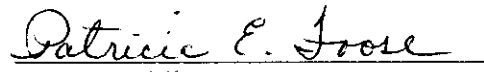
I declare under penalty of perjury that the foregoing is true and correct.

Dated this 22nd day of August, 2002.



Edwin N. Ordway, Jr.

SUBSCRIBED AND SWORN TO ME THIS 22nd day of August, 2002.



Notary Public

PATRICIA E. FOOSE
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES AUG. 6, 2006